



## AMENDMENT NO. 1

This Amendment No. 1 (this "Amendment") is made effective as of January 1, 2021 (the "Effective Date") by and between MRI Software LLC, with its office at 28925 Fountain Parkway, Solon, OH 44139 ("MRI") and Client (collectively the "Parties" and each a "Party").

A. WHEREAS, MRI and Client entered into a certain Master Agreement along with various Schedules and an Order Document effective March 1, 2020 (collectively "the Agreement").

B. WHEREAS, MRI and Client desire to enter this Amendment and amend certain provisions of the Agreement.

C. NOW, THEREFORE, for the mutual promises contained herein and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, MRI and Client hereby agree as follows:

Both Client and MRI agree that Section 4.3 of the Agreement shall be struck and replaced with the following:

"Information shall not be considered Confidential Information to the extent, but only to the extent, that the receiving Party can establish that such information (i) is or becomes generally known or available to the public through no fault of the receiving Party; (ii) was rightfully in the receiving Party's possession before receipt from the disclosing Party free of any obligation to keep it confidential; (iii) is lawfully obtained from a third party who has the right to make such disclosure; (iv) has been independently developed by the receiving Party without reference to any Confidential Information of the disclosing Party; or (v) is required by the City Clerk to be disclosed by the Client as part of its contract approval process."

All other provisions of the Agreement remain in full force and effect.

**City of Redondo Beach ("Client")**  
**415 Diamond Street**  
**Redondo Beach, CA 90277**

**MRI Software LLC ("MRI")**  
**28925 Fountain Parkway**  
**Solon, OH 44139**

Signature: \_\_\_\_\_

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Print Name: \_\_\_\_\_

Title: \_\_\_\_\_

Title: \_\_\_\_\_

**ATTEST:**

\_\_\_\_\_  
 Eleanor Manzano, City Clerk

**APPROVED AS TO FORM:**

\_\_\_\_\_  
 Michael W. Webb, City Attorney